

LOFFLER STEPHEN J
Form 4
January 10, 2002

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction (b).

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Loffler Stephen J.

(Last) (First) (Middle)

c/o Armor Holdings, Inc.
1400 Marsh Landing Parkway, Suite 112

(Street)

Jacksonville FL 32250

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December, 2001

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Law)

- Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
			Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	12/10/01	S	50,000	D	\$22.00	5,900

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the Form is filed by more than one reporting person, See Instruction 5(b)(v).

FORM 4 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1.	2.	3.	4.	5.	6.	7.	8.
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Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8) Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
Stock Options							
(Right to Buy) (1)	\$12.3726	12/10/01	X	50,000	(2) 4/12/09	Common Stock 50,000	
Stock Options							
(Right to Buy) (1)	\$12.6875				4/12/02 4/12/09	Common Stock 50,000	

- (1) Granted pursuant to the Armor Holdings, Inc. 1996 Option Plan.
- (2) Presently exercisable.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the Form is filed by more than one reporting person, See Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this Form are not required to respond unless the form displays a currently valid OMB Number.

/s/ Stephen J. Loffler

January 7, 2002

** Signature of the Reporting Person

Date

(Over)
SEC 1474 (7/96)